

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

F O R M 6-K

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of May 2012

B COMMUNICATIONS LTD.

(Name of Registrant)

2 Dov Friedman Street, Ramat Gan 52503, Israel

(Address of Principal Executive Office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F ☒

Form 40-F ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): ☐

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes ☐

No ☒

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82- _____

This Form 6-K is being incorporated by reference into the Registrant's Form S-8 Registration Statement File No. 333-150173.

B COMMUNICATIONS LTD.

The following exhibit is attached:

- 99.1 A summary of the Immediate Report of Bezeq - The Israel Telecommunication Corp. Ltd. ("Bezeq"), a controlled subsidiary of the Registrant, filed with the Israel Securities Authority and the Tel Aviv Stock Exchange, with respect to the dismissal of the objections opposing the continued payments of dividend distributions which exceed Bezeq's accounting profits.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

B COMMUNICATIONS LTD.
(Registrant)

By /s/Doron Turgeman
Doron Turgeman
Chief Executive Officer

Date: May 15, 2012

EXHIBIT INDEX

<u>EXHIBIT NO.</u>	<u>DESCRIPTION</u>
99.1	A summary of the Immediate Report of Bezeq - The Israel Telecommunication Corp. Ltd. ("Bezeq"), a controlled subsidiary of the Registrant, filed with the Israel Securities Authority and the Tel Aviv Stock Exchange, with respect to the dismissal of the objections opposing the continued payments of dividend distributions which exceed Bezeq's accounting profits.

Immediate Report – Dismissal of the Objections Opposing the Continued Payments of Dividend Distributions which exceed the Company’s Accounting Profits

**To: The Tel Aviv Stock Exchange
 The Israeli Securities Authority**

On May 15, 2012, Bezeq - The Israel Telecommunication Corp., Ltd. (the “Company”) announced that the Economic Division of the Tel Aviv District Court dismissed the two objections that sought to prevent the continued payment of dividend distributions which exceed the Company’s accounting profits according to its financial statements, which payment was previously approved by the Court on March 31, 2011.

The Company will therefore pay the special dividend of NIS 0.5 billion on the declared payment date, May 21, 2012, in addition to the payment of the regular dividend.

The Company intends to continue paying dividends in accordance with its dividend distribution policy, while reviewing the financial condition of the Company before each payment to confirm its legality under a solvency test. The decision of whether each distribution passes the solvency test will not require an additional Court approval.

The above information constitutes a translation of the Immediate Report published by the Company. The Hebrew version was submitted by the Company to the relevant authorities pursuant to Israeli law, and represents the binding version and the only one having legal effect. This translation was prepared for convenience purposes only.